2012 ANNUAL REPORT SCC eFile 212505506 **COMMONWEALTH OF VIRGINIA** (6/10)STATE CORPORATION COMMISSION DUE DATE: 3/31/2012 1.) CORPORATION NAME: **USAA Real Estate Company** SCC ID NO: F1659772 2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: B.E. **AUTH IN VI** 5.) STOCK INFORMATION **C T CORPORATION SYSTEM AUTHORIZED** CLASS 4701 COX RD STE 301 COMMON 1,000 **GLEN ALLEN. VA 23060-6802** 3.) CITY OR COUNTY OF VA REGISTERED OFFICE: **HENRICO COUNTY** 4.) STATE OR COUNTRY OF INCORPORATION: DE 6.) PRINCIPAL OFFICE ADDRESS: ADDRESS: 9830 COLONNADE BLVD STE 600 CITY/ST/ZIP: SAN ANTONIO, TX 78230-7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer. X OFFICER DIRECTOR NAME: LEONARD J O'DONNELL TITLE: **PRESIDENT** ADDRESS: 9830 COLONNADE BLVD. #600 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239 X OFFICER DIRECTOR NAME: **GLEN E MITTS** TITLE: SNR VP ADDRESS: 9830 COLONNADE BLVD STE 600 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-OFFICER DIRECTOR NAME: T PATRICK DUNCAN TITLE: **CHAIRMAN** ADDRESS: 9830 COLONNADE BLVD #600 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239 X OFFICER DIRECTOR NAME: PATRICK A. IRWIN TITLE: SR FIN OFFCR ADDRESS: 9830 COLONNADE BLVD #600

NAME: STANLEY R ALTERMAN

TITLE: SVP

CITY/ST/ZIP/CO:

ADDRESS: 9830 COLONNADE BLVD. #600 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239

SAN ANTONIO, TX 78230-2239

X OFFICER

DIRECTOR

		х	OFFICER		DIRECTOR
NAME:	DIRK PD MOSIS III		_		-
TITLE:	SVP				
ADDRESS:	9830 COLONNADE BLVD. #6				
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-22	239			7
		Х	OFFICER		DIRECTOR
NAME:	BRUCE C PETERSEN				
TITLE: ADDRESS:	SVP				
CITY/ST/ZIP/CO:	9830 COLONNADE BLVD. #6				
CIT 1/31/211 /CO.	SAN ANTONIO, TX 78230-22		7		1
NIANAT.		X	OFFICER		DIRECTOR
NAME: TITLE:	SUSAN T WALLACE				
ADDRESS:	SVP 9830 COLONNADE BLVD. #0	ഗേ			
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-22				
	CAN ANTONIO, TA 10230-22	<u> </u>	OFFICER	Х	DIRECTOR
NAME:	CHDISTODUED W.C. ALIS		JOHNOER		DIRECTOR
TITLE:	CHRISTOPHER W CLAUS DIRECTOR				
ADDRESS:	9830 COLONNADE BLVD. #6	600			
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-22				
			OFFICER	Х	DIRECTOR
NAME:	JACK FRAKER		_		_
TITLE:	DIRECTOR				
ADDRESS:	9830 COLONNADE BLVD. #6	600			
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-22	239			_
			OFFICER	Х	DIRECTOR
NAME:	JOE C MCKINNEY				
TITLE:	DIRECTOR				
ADDRESS: CITY/ST/ZIP/CO:	1177 NE LOOP 410 4TH FLO	OOR			
0111/01/211/00.	SAN ANTONIO, TX 78209-		7		1
NIAME.		Х	OFFICER	Х	DIRECTOR
NAME: TITLE:	STEVEN A. WATERS				
ADDRESS:	SECRETARY 9830 COLONNADE BLVD.				
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	SUITE 600				
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-22	239			
	·	Х	OFFICER		DIRECTOR
NAME:	BRUCE S. CHILDS		_		J
TITLE:	AVP				
ADDRESS:	9830 COLONNADE BLVD.				
0171/107/717/00	SUITE 600				
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-22	239	7		7
		Х	OFFICER		DIRECTOR
NAME:	JAMES K. HARDIN				
TITLE:	ASST SECRETARY				
ADDRESS:	9830 COLONNADE BLVD.				
CITY/ST/ZIP/CO:	SUITE 600 SAN ANTONIO, TX 78230-22	230			
	OAN ANTONIO, 1A 1023U-22		OFFICER		DIRECTOR
NAME:	TONEM EIGHT	X] 5.1 1021] SINCOTOR
TITLE:	TONI M. FISHER ASST SECRETARY				
ADDRESS:	9830 COLONNADE BLVD.				
	SUITE 600				
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-22	239			

	X OFFICE	ER DIRECTOR					
NAME:	DAVID J. BUCK						
TITLE: ADDRESS:	AVP						
ADDICESS.	9830 COLONNADE BLVD. SUITE 600						
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239						
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.							
/s/ STEVEN A. WATERS	STEVEN A. WATERS, SECRETARY	2/15/2012					
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	PRINTED NAME AND CORPORATE TITLE	DATE					
It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material							

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.